

RECORDATION NO. 11909-8 Filed 1425

Alan A. Rudnick  
Assistant General Solicitor

AUG 29 1980-10 30 AM

August 29, 1980

INTERSTATE COMMERCE COMMISSION



Ms. Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Law Department  
Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101  
216 623 2471

Attention: Mrs. M. R. Lee, Room 2303  
Recordation Unit

No. 11909-8

Date AUG 29 1980

Fee \$ 10.00

ICC Washington, D. C.

Re: Amendment dated as of August 25, 1980,  
to Agreement dated as of June 1, 1980  
between Fruit Growers Express Company and  
The Chesapeake and Ohio Railway Company

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 1, 2, and 3 (of 6) of an Amendment dated as of August 25, 1980 to Agreement dated as of June 1, 1980, between The Chesapeake and Ohio Railway Company, ("C&O") P. O. Box 6419, Cleveland, Ohio 44101 (as Bailee) and Fruit Growers Express Company, 1625 K Street, N.W., Washington, D. C. 20006 (as Bailor).

The equipment covered by the above documents consists of:

- 29 Bay Window Cabooses to be manufactured by Fruit Growers Express Company, 1625 K Street, N.W., Suite 700, Washington, D. C. 20006, and to bear C&O's road numbers 904131 - 904159, inclusive.

AAR Mechanical Designation: NE

The above equipment will be lettered "Chessie System", "C&O", or in some other appropriate manner, and will also be marked variously as shown on Exhibit A attached hereto.

Also enclosed is a remittance in the amount of \$10 representing the required recording fee.

The Agreement dated as of June 1, 1980, to which this Amendment refers was recorded with the Secretary of the Interstate Commerce Commission on June 13, 1980 at 3:05 p.m. and assigned Recordation Number 11909.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC Sec. 11303 (formerly Sec. 20c of the Interstate Commerce Act), as currently administered, you are hereby requested to file one of the enclosed counterparts for record in your office and to return the remaining copies to me at my above address.

Thank you in advance for your cooperation.

Sincerely,



The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

AAR:aj  
Enclosures

<u>Legends</u>	<u>C&amp;O Road Numbers</u>
CHESAPEAKE AND OHIO RAILWAY EQUIPMENT TRUST OF 1966, MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE, OWNER, LESSOR	904131 through 904133, inclusive
CHESAPEAKE AND OHIO RAILWAY EQUIPMENT TRUST OF 1967, CHASE MANHATTAN BANK, N.A., TRUSTEE, OWNER, LESSOR	904134 through 904137, inclusive
CHESAPEAKE AND OHIO RAILWAY EQUIPMENT TRUST OF 1970, MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE, OWNER, LESSOR	904138 through 904140, inclusive
CHESAPEAKE AND OHIO RAILWAY SECOND EQUIPMENT TRUST OF 1970, MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE, OWNER, LESSOR	904141 through 904142, inclusive
CHESAPEAKE AND OHIO RAILWAY THIRD EQUIPMENT TRUST OF 1970, MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE, OWNER, LESSOR	904143 through 904148, inclusive
CHESAPEAKE AND OHIO RAILWAY EQUIPMENT TRUST OF 1975, MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, TRUSTEE, OWNER, LESSOR	904149 through 904154, inclusive
CHESAPEAKE AND OHIO RAILWAY SECOND EQUIPMENT TRUST OF 1975 MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, TRUSTEE, OWNER, LESSOR	904155 through 904157, inclusive
OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE ACT, 49 U.S.C. SECTION 11303	904158 through 904159 inclusive

RECORDATION NO. 11909-A  
FILED 1425

EXECUTED IN 6 COUNTERPARTS  
OF WHICH THIS IS NO. 2

AUG 29 1980-10 30 AM

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INTERSTATE COMMERCE COMMISSION

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AMENDMENT

Dated as of August 25, 1980,

To

AGREEMENT

Dated as of June 1, 1980

between

FRUIT GROWERS EXPRESS COMPANY

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

-----  
Covering

29 Bay Window Cabooses

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THIS AGREEMENT, dated as of August 25, 1980, by and between FRUIT GROWERS EXPRESS COMPANY, a Delaware corporation ("Manufacturer"), and THE CHESAPEAKE OHIO RAILWAY COMPANY, a Virginia corporation ("C&O").

\* \* \* \* \*

The Manufacturer and C&O entered into a Purchase Agreement, dated on or about October 6, 1978, as amended and modified by various correspondence and by such agreements as have been made or may be made between the parties (which Purchase Agreement, as amended and modified, whether now or in the future, is made a part hereof by reference, whereunder the Manufacturer agreed (among other things) to construct at its Alexandria, Virginia, plant and deliver to C&O at Alexandria, Virginia, or at such other point or points as directed by C&O, and C&O agreed to accept and pay for the following railroad equipment ("Cabooses")

- 29 Bay Window Cabooses, bearing C&O road numbers 904131 through 904159, inclusive.

The Manufacturer and C&O entered into a certain Agreement dated as of June 1, 1980, providing for use by C&O of said Cabooses pending completion of financing arrangements, by virtue of which Agreement Manufacturer agreed to give C&O temporary custody and possession of the Equipment on their completion, solely as a bailee of said Cabooses.

Inasmuch as financing arrangements for certain of the Cabooses have not yet been consummated, the parties hereby agree that the terms and conditions of that certain Agreement dated as of June 1, 1980, by and between the parties is amended so that all of the terms and conditions contained therein are extended and kept in full force and effect as to all Cabooses which have not yet been accepted and paid for

until December 1, 1980, or the date of consummation of the financing arrangements referred to, whichever occurs earlier.

FRUIT GROWERS EXPRESS COMPANY

By

  
PRESIDENT

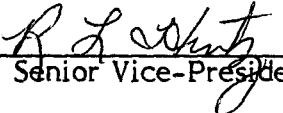
(Corporate Seal)

Attest:

  
Secretary

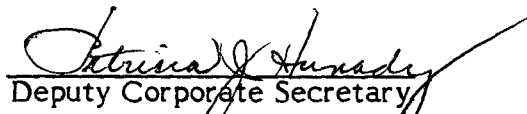
THE CHESAPEAKE AND OHIO  
RAILWAY COMPANY

By

  
Senior Vice-President

(Corporate Seal)

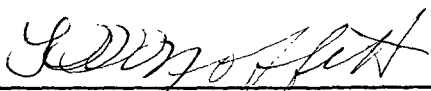
Attest:

  
Deputy Corporate Secretary

DISTRICT OF COLUMBIA    )  
                                  ) SS:  
CITY OF WASHINGTON        )

On this 28<sup>th</sup> day of August, 1980, before me personally appeared C. S. HILL, to me personally known, who, being by me duly sworn, says that he is a ~~Vice~~-President of FRUIT GROWERS EXPRESS COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

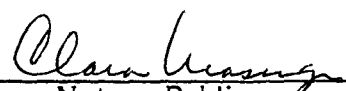
(Notarial Seal)

  
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Notary Public  
L. W. MOFFETT, Notary Public  
City of Washington, District of Columbia  
My Commission Expires October 14, 1982

STATE OF OHIO                )  
                                  ) SS:  
COUNTY OF CUYAHOGA        )

On this 27<sup>th</sup> day of August, 1980, before me personally appeared R. L. Hintz, to me personally known, who, being by me duly sworn, says that he is Senior Vice-President of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

  
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Notary Public  
CLARA MASUGA, Notary Public  
State of Ohio - Cuyahoga County  
My Commission Expires April 21, 1984